

EXHIBIT B

PROPOSED ORDER

Hearing Date: October 7, 2010 at 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

**ORDER PURSUANT TO SECTION 105(a) OF THE
BANKRUPTCY CODE AND RULES 2002 AND 9019 OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE APPROVING AN AGREEMENT BY
AND AMONG THE TRUSTEE AND HSBC BANK PLC TO EFFECTUATE AN
AGREEMENT WITH THE PRIMEO LIQUIDATORS**

Upon the motion (the “Motion”),¹ dated August 30, 2010 (Dkt. No. ____), of Irving H. Picard, Esq. (the “Trustee”) as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC under the Securities Investor Protection Act of 1970, 15 U.S.C. §§ 78aaa *et seq.* and Bernard L. Madoff, seeking entry of an order, pursuant to sections 105(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* and Rules 2002 and 9019 of the Federal Rules of

¹ All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

Bankruptcy Procedure, approving the agreement, by and between the Trustee and HSBC Bank plc (“HSBC”) to effectuate an agreement with the liquidators of Primeo Fund, in substantially the form annexed to the Motion (the “Agreement”); and it appearing that due and sufficient notice has been given to all parties in interest as required by Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure; and the Court having considered the Affidavit of Irving Picard in support of the Motion; and it further appearing the relief sought in the Motion is appropriate based upon the record of the hearing held before this Court to consider the Motion; and it further appearing that this Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and after due deliberation; and sufficient cause appearing therefor; it is

ORDERED, that the Motion is granted in its entirety; and it is further

ORDERED, that the Agreement between the Trustee and HSBC is hereby approved and authorized; and it is further

ORDERED, that the Trustee and HSBC shall each comply with and carry out the terms of the Agreement.

Dated: New York, New York
_____, 2010

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE